

**Exhibit B**

**Monthly Statements**

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

-----X  
In re: PROMESA  
Title III  
THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,  
as representative of No. 17 BK 3283-LTS  
THE COMMONWEALTH OF PUERTO RICO, *et al.*, (Jointly Administered)  
Debtors.<sup>1</sup>  
-----X

In re: PROMESA  
Title III  
THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,  
as representative of  
PUERTO RICO PUBLIC BUILDINGS No. 19 BK 5523-LTS  
AUTHORITY, (Joint Administration Requested)  
Debtor.  
-----X

**COVER SHEET TO TWENTIETH MONTHLY FEE APPLICATION OF PROSKAUER  
ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR,  
PUERTO RICO PUBLIC BUILDINGS AUTHORITY (“PBA”)  
FOR THE PERIOD JUNE 1, 2021 THROUGH JUNE 30, 2021**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**ALL FEES IN THIS MONTHLY FEE STATEMENT WERE INCURRED OUTSIDE OF  
PUERTO RICO**

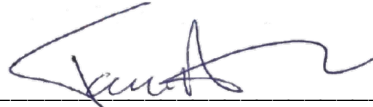
Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement for fees and services is sought:	<u>June 1, 2021 through June 30, 2021</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$1,794.20</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$0.00</u>
Total Amount for these Invoices:	<u>\$1,794.20</u>

This is a: X monthly \_\_\_ interim \_\_\_ final application.

This is Proskauer’s 20th monthly fee application in these cases.

**Principal Certification**

I hereby authorize the submission of this Monthly Fee Statement for June 2021.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

Jaime A. El Koury  
General Counsel to the Financial Oversight and  
Management Board for Puerto Rico

On July 28, 2021 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. Gonzalez  
FOMB Board Member

O'Neill & Borges LLC  
250 Muñoz Rivera Ave., Suite 800  
San Juan, PR 00918  
Attn: Hermann D. Bauer, Esq.

**Office of United States Trustee**

Office of the United States Trustee for the District of  
Puerto Rico  
Edificio Ochoa, 500 Tanca Street, Suite 301  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303  
Attn: Guy G. Gebhardt  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured  
Creditors:**

Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Luc. A. Despina, Esq.

Casillas, Santiago & Torres, LLC  
El Caribe Office Building  
53 Palmeras Street, Ste. 1601  
San Juan, Puerto Rico 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Alberto J. E. Añeses Negrón, Esq.

**Co-Counsel for the Fee Examiner**

Godfrey & Kahn S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Attn: Katherine Stadler

EDGE Legal Strategies, PSC  
252 Ponce de León Avenue  
Citibank Tower, 12<sup>th</sup> Floor  
San Juan, PR 00918  
Attn: Eyck O. Lugo

**Co-Counsel for AAFAF:**

O'Melveny & Myers LLP,  
Times Square Tower  
7 Times Square  
New York, NY 10036  
Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Perez, Esq.

Marini Pietrantonio Muñoz LLC  
MCS Plaza, Suite 500  
255 Ponce de León Ave  
San Juan, PR 00917  
Attn: Luis C. Marini-Biaggi, Esq.  
Carolina Velaz-Rivero, Esq.

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP  
919 Third Avenue  
New York, NY 10022-3908  
Attn.: Robert Gordon, Esq.  
Richard Levin, Esq.

Jenner & Block LLP  
353 N. Clark Street  
Chicago, IL 60654  
Attn.: Catherine Steege, Esq.  
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.  
Edificio Union Plaza, PH-A  
416 Avenida Ponce de León  
Hato Rey, PR 00918  
Attn.: A.J. Bennazar-Zequeira, Esq.

**Puerto Rico Department of Treasury**

PO Box 9024140  
San Juan, PR 00902-4140  
Attn: Reylam Guerra Goderich, Deputy Assistant of  
Central Accounting  
Omar E. Rodríguez Pérez, CPA, Assistant  
Secretary of Central Accounting  
Angel L. Pantoja Rodríguez, Deputy Assistant of  
Internal Revenue and Tax Policy  
Francisco Parés Alicea, Assistant Secretary of  
Internal Revenue and Tax Policy  
Francisco Peña Montañez, CPA, Assistant  
Secretary of the Treasury

PBA - General			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents Filed on Behalf of the Board	0.20	\$170.60
210	Analysis and Strategy	0.10	\$85.30
212	General Administration	1.40	\$407.40
218	Employment and Fee Applications	3.50	\$1,130.90
Total		5.20	\$1,794.20

**Summary of Legal Fees for the Period June 2021**

**ACROSS ALL PBA-RELATED MATTERS**

<b>Professional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Brooke H. Blackwell	Associate	Corporate	\$853.00	0.10	\$85.30
Joshua A. Esses	Associate	BSGR & B	\$853.00	0.20	\$170.60
Megan R. Volin	Associate	Corporate	\$853.00	0.20	\$170.60
<b>TOTAL</b>				<b>0.50</b>	<b>\$ 426.50</b>

<b>Paraprofessional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Natasha Petrov	Legal Assistant	BSGR & B	\$291.00	3.30	\$960.30
Tal J. Singer	Legal Assistant	Litigation	\$291.00	1.40	\$407.40
<b>TOTAL</b>				<b>4.70</b>	<b>\$1,367.70</b>

<b>SUMMARY OF LEGAL FEES</b>	<b><u>Hours</u> 5.20</b>	<b><u>Fees</u> \$1,794.20</b>
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**ACROSS ALL PBA-RELATED MATTERS**

<b>EXPENSE CATEGORY</b>	<b>AMOUNTS</b>
N/A	\$0.00
<b>TOTAL</b>	<b>\$0.00</b>



Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$1,614.78, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount \$1,614.78.

### **Professional Certification**

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.

/s/ Martin J. Bienenstock  
Martin J. Bienenstock (*pro hac vice*)

Proskauer Rose LLP  
Eleven Times Square  
New York, NY 10036  
Tel: (212) 969-3000  
Fax: (212) 969-2900

## **Exhibit A**

**Client Name**  
**Matter Name**FOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 12 of 71

**Invoice Date**  
**Invoice Number**26 Jul 2021  
21051579**Task Summary**

<b>Task</b>	<b>Hours</b>	<b><u>Fees Incurred</u></b>
206 Documents Filed on Behalf of the Board	0.20	170.60
210 Analysis and Strategy	0.10	85.30
212 General Administration	1.40	407.40
218 Employment and Fee Applications	3.50	1,130.90
<b>Total Fees</b>	<b>5.20</b>	<b>\$ 1,794.20</b>

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 13 of 71

Invoice Date  
Invoice Number26 Jul 2021  
21051579

Description of Services Rendered					
<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Documents Filed on Behalf of the Board – 206</b>					
07 Jun 2021	Esses, Joshua A.	206	Draft CNO for removal extension motion.	0.20	170.60
<b>Documents Filed on Behalf of the Board Sub-Total</b>				<b>0.20</b>	<b>\$170.60</b>
<b>Analysis and Strategy – 210</b>					
07 Jun 2021	Blackwell, Brooke H.	210	E-mail with J. Esses and T. Singer regarding 365(d)(4) extension motion (0.10).	0.10	85.30
<b>Analysis and Strategy Sub-Total</b>				<b>0.10</b>	<b>\$85.30</b>
<b>General Administration – 212</b>					
04 Jun 2021	Singer, Tal J.	212	Draft CNO for fourth motion to extend deadlines to file notices of removal (1.00); E-mail same to L. Osaben and J. Esses (0.10).	1.10	320.10
07 Jun 2021	Singer, Tal J.	212	Communications with O'Neill regarding filing of CNO.	0.30	87.30
<b>General Administration Sub-Total</b>				<b>1.40</b>	<b>\$407.40</b>
<b>Employment and Fee Applications – 218</b>					
10 Jun 2021	Petrov, Natasha B.	218	Continue drafting and revising Proskauer 11th interim fee application (1.30); Continue preparing exhibits to same (0.40).	1.70	494.70
11 Jun 2021	Petrov, Natasha B.	218	Draft notice of filing for Proskauer fourth interim fee application.	0.30	87.30
25 Jun 2021	Volin, Megan R.	218	Review fee application and e-mails with N. Petrov regarding same.	0.20	170.60
25 Jun 2021	Petrov, Natasha B.	218	Continue review of monthly statements for Proskauer 11th fee application (0.20); E-mails with M. Volin regarding same (0.30).	0.50	145.50
30 Jun 2021	Petrov, Natasha B.	218	Analyze exhibit received from D. Brown (0.20); Prepare related exhibit to Proskauer 4th interim fee application (0.40); Update Proskauer 4th interim fee application (0.20).	0.80	232.80
<b>Employment and Fee Applications Sub-Total</b>				<b>3.50</b>	<b>\$1,130.90</b>

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 14 of 71

Invoice Date  
Invoice Number26 Jul 2021  
21051579**Timekeeper Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Fees Amount</u></b>
<b><u>Associate</u></b>			
Blackwell, Brooke H.	0.10	853.00	85.30
Esses, Joshua A.	0.20	853.00	170.60
Volin, Megan R.	0.20	853.00	170.60
<b>Total Associate</b>	<b>0.50</b>		<b>\$ 426.50</b>
<b><u>Legal Assistant</u></b>			
Petrov, Natasha B.	3.30	291.00	960.30
Singer, Tal J.	1.40	291.00	407.40
<b>Total Legal Assistant</b>	<b>4.70</b>		<b>\$ 1,367.70</b>
<b>Professional Fees</b>	<b>5.20</b>		<b>\$ 1,794.20</b>
<b>Total Billed</b>			<b>\$ 1,794.20</b>

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

-----X  
In re: PROMESA  
Title III  
THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,  
as representative of No. 17 BK 3283-LTS  
THE COMMONWEALTH OF PUERTO RICO, *et al.*, (Jointly Administered)  
Debtors.<sup>1</sup>  
-----X

In re: PROMESA  
Title III  
THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,  
as representative of No. 19 BK 5523-LTS  
PUERTO RICO PUBLIC BUILDINGS (Joint Administration Requested)  
AUTHORITY,  
Debtor.  
-----X

**COVER SHEET TO TWENTY-FIRST MONTHLY FEE APPLICATION OF  
PROSKAUER ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR,  
PUERTO RICO PUBLIC BUILDINGS AUTHORITY (“PBA”)  
FOR THE PERIOD JULY 1, 2021 THROUGH JULY 31, 2021**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**ALL FEES IN THIS MONTHLY FEE STATEMENT WERE INCURRED OUTSIDE OF  
PUERTO RICO**

Name of Applicant: Proskauer Rose LLP (“Proskauer”)

Authorized to Provide  
Professional Services to: Financial Oversight and Management Board, as  
Representative for the Debtor Pursuant to  
PROMESA Section 315(b)

Period for which compensation  
and reimbursement for fees and services  
is sought: July 1, 2021 through July 31, 2021

Amount of compensation sought  
as actual, reasonable and necessary: \$5,388.80

Amount of expense reimbursement  
sought as actual, reasonable and necessary: \$0.00

Total Amount for these Invoices: \$5,388.80

This is a: X monthly \_\_\_ interim \_\_\_ final application.

This is Proskauer’s 21st monthly fee application in these cases.



**Principal Certification**

I hereby authorize the submission of this Monthly Fee Statement for July 2021.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is written over a horizontal line.

Jaime A. El Koury  
General Counsel to the Financial Oversight and  
Management Board for Puerto Rico

On August 20, 2021 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. Gonzalez  
FOMB Board Member

O'Neill & Borges LLC  
250 Muñoz Rivera Ave., Suite 800  
San Juan, PR 00918  
Attn: Hermann D. Bauer, Esq.

**Office of United States Trustee**

Office of the United States Trustee for the District of  
Puerto Rico  
Edificio Ochoa, 500 Tanca Street, Suite 301  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303  
Attn: Guy G. Gebhardt  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured  
Creditors:**

Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Luc. A. Despina, Esq.

Casillas, Santiago & Torres, LLC  
El Caribe Office Building  
53 Palmeras Street, Ste. 1601  
San Juan, Puerto Rico 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Alberto J. E. Añeses Negrón, Esq.

**Co-Counsel for the Fee Examiner**

Godfrey & Kahn S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Attn: Katherine Stadler

EDGE Legal Strategies, PSC  
252 Ponce de León Avenue  
Citibank Tower, 12<sup>th</sup> Floor  
San Juan, PR 00918  
Attn: Eyck O. Lugo

**Co-Counsel for AAFAF:**

O'Melveny & Myers LLP,  
Times Square Tower  
7 Times Square  
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Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Perez, Esq.

Marini Pietrantonio Muñoz LLC  
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San Juan, PR 00917  
Attn: Luis C. Marini-Biaggi, Esq.  
Carolina Velaz-Rivero, Esq.

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP  
919 Third Avenue  
New York, NY 10022-3908  
Attn.: Robert Gordon, Esq.  
Richard Levin, Esq.

Jenner & Block LLP  
353 N. Clark Street  
Chicago, IL 60654  
Attn.: Catherine Steege, Esq.  
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.  
Edificio Union Plaza, PH-A  
416 Avenida Ponce de León  
Hato Rey, PR 00918  
Attn.: A.J. Bennazar-Zequeira, Esq.

**Puerto Rico Department of Treasury**

PO Box 9024140  
San Juan, PR 00902-4140  
Attn: Reylam Guerra Goderich, Deputy Assistant of  
Central Accounting  
Omar E. Rodríguez Pérez, CPA, Assistant  
Secretary of Central Accounting  
Angel L. Pantoja Rodríguez, Deputy Assistant of  
Internal Revenue and Tax Policy  
Francisco Parés Alicea, Assistant Secretary of  
Internal Revenue and Tax Policy  
Francisco Peña Montañez, CPA, Assistant  
Secretary of the Treasury

**Summary of Legal Fees for the Period July 2021**

<b>PBA - General</b>			
<b>Task Code</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
206	Documents Filed on Behalf of the Board	1.80	\$1,535.40
210	Analysis and Strategy	1.90	\$1,620.70
212	General Administration	2.30	\$669.30
218	Employment and Fee Applications	4.60	\$1,563.40
<b>Total</b>		<b>10.60</b>	<b>\$5,388.80</b>

**Summary of Legal Fees for the Period July 2021**

**ACROSS ALL PBA-RELATED MATTERS**

<b>Professional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Paul Possinger	Partner	BSGR & B	\$853.00	0.30	\$255.90
Brooke H. Blackwell	Associate	Corporate	\$853.00	2.60	\$2,217.80
Libbie B. Osaben	Associate	Corporate	\$853.00	0.80	\$682.40
Megan R. Volin	Associate	Corporate	\$853.00	0.40	\$341.20
<b>TOTAL</b>				<b>4.10</b>	<b>\$3,497.30</b>

<b>Paraprofessional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Natasha Petrov	Legal Assistant	BSGR & B	\$291.00	4.20	\$1,222.20
Tal J. Singer	Legal Assistant	Litigation	\$291.00	2.30	\$669.30
<b>TOTAL</b>				<b>6.50</b>	<b>\$1,891.50</b>

<b>SUMMARY OF LEGAL FEES</b>	<b><u>Hours</u> 10.60</b>	<b><u>Fees</u> \$5,388.80</b>
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Summary of Disbursements for the period July 2021

**ACROSS ALL PBA-RELATED MATTERS**

<b>EXPENSE CATEGORY</b>	<b>AMOUNTS</b>
N/A	\$0.00
<b>TOTAL</b>	<b>\$0.00</b>

Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$4,849.92, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount \$4,849.92.

### **Professional Certification**

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.

/s/ Martin J. Bienenstock  
Martin J. Bienenstock (*pro hac vice*)

Proskauer Rose LLP  
Eleven Times Square  
New York, NY 10036  
Tel: (212) 969-3000  
Fax: (212) 969-2900

## **Exhibit A**



**Client Name**  
**Matter Name**FOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 25 of 71

**Invoice Date**  
**Invoice Number**19 Aug 2021  
21056972**Task Summary**

<b>Task</b>	<b>Hours</b>	<b><u>Fees Incurred</u></b>
206 Documents Filed on Behalf of the Board	1.80	1,535.40
210 Analysis and Strategy	1.90	1,620.70
212 General Administration	2.30	669.30
218 Employment and Fee Applications	4.60	1,563.40
<b>Total Fees</b>	<b>10.60</b>	<b>\$ 5,388.80</b>

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 26 of 71

Invoice Date  
Invoice Number19 Aug 2021  
21056972

## Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Documents Filed on Behalf of the Board – 206</b>					
17 Jul 2021	Possinger, Paul V.	206	Review notice of presentment of extension of 365(d)(4) deadline for PBA leases (0.30).	0.30	255.90
19 Jul 2021	Blackwell, Brooke H.	206	Revise 365(d)(4) extension notice (0.40); E-mail with T. Singer regarding same (0.10).	0.50	426.50
20 Jul 2021	Blackwell, Brooke H.	206	Revise 365(d)(4) extension notice (0.40); Finalize and coordinate filing (0.20); E-mail with P. Possinger and J. Esses regarding filing (0.20); Internal communication with L. Osaben regarding same (0.20).	1.00	853.00
<b>Documents Filed on Behalf of the Board Sub-Total</b>				<b>1.80</b>	<b>\$1,535.40</b>
<b>Analysis and Strategy – 210</b>					
14 Jul 2021	Blackwell, Brooke H.	210	Review and revise notice of presentment for 365(d)(4) extension (0.80); E-mail with T. Singer regarding (0.10); E-mail with J. Esses regarding same (0.10).	1.00	853.00
17 Jul 2021	Blackwell, Brooke H.	210	E-mail with P. Possinger regarding 365(d)(4) (0.10).	0.10	85.30
20 Jul 2021	Osaben, Libbie B.	210	Review materials related to section 365(d)(4) extensions (0.50); Call with B. Blackwell regarding section 365(d)(4) extensions (0.20).	0.70	597.10
23 Jul 2021	Osaben, Libbie B.	210	Call with T. Singer regarding section 365(d)(4) extensions.	0.10	85.30
<b>Analysis and Strategy Sub-Total</b>				<b>1.90</b>	<b>\$1,620.70</b>
<b>General Administration – 212</b>					
12 Jul 2021	Singer, Tal J.	212	Draft notice of presentment for extension of 365(d)(4) where PBA is a lessor (0.70); Draft order regarding same (0.90); E-mail to B. Blackwell regarding same (0.10).	1.70	494.70
16 Jul 2021	Singer, Tal J.	212	Run comparison report of old and new proposed 365(d)(4) extension orders and notices of presentment.	0.60	174.60
<b>General Administration Sub-Total</b>				<b>2.30</b>	<b>\$669.30</b>

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 27 of 71

Invoice Date  
Invoice Number19 Aug 2021  
21056972

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Employment and Fee Applications – 218</b>					
13 Jul 2021	Petrov, Natasha B.	218	Revise Proskauer 4th interim fee application per M. Volin.	1.10	320.10
19 Jul 2021	Volin, Megan R.	218	Review and revise draft fee application.	0.30	255.90
19 Jul 2021	Petrov, Natasha B.	218	Revisions to Proskauer 11th interim fee application per M. Bienenstock and M. Volin.	0.40	116.40
20 Jul 2021	Petrov, Natasha B.	218	Further revisions to Proskauer 4th interim fee application (0.40); Revise notice of filing of same (0.20); Finalize exhibits in preparation for filing (0.40).	1.00	291.00
23 Jul 2021	Petrov, Natasha B.	218	Review monthly statements for certain entries for fourth interim fee application.	0.30	87.30
27 Jul 2021	Petrov, Natasha B.	218	Revise Proskauer 4th interim fee application per E. Barak and M. Volin (0.60); Update notice of filing of same (0.20).	0.80	232.80
28 Jul 2021	Volin, Megan R.	218	Review notice of filing fee application.	0.10	85.30
28 Jul 2021	Petrov, Natasha B.	218	Additional revisions to Proskauer 4th interim fee application.	0.20	58.20
29 Jul 2021	Petrov, Natasha B.	218	Finalize Proskauer 4th interim fee application, exhibits and notice in preparation for filing.	0.40	116.40
<b>Employment and Fee Applications Sub-Total</b>				<b>4.60</b>	<b>\$1,563.40</b>

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 28 of 71

Invoice Date  
Invoice Number19 Aug 2021  
21056972**Timekeeper Summary**

<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Fees Amount</u></b>
<b><u>Partner</u></b>			
Possinger, Paul V.	0.30	853.00	255.90
<b>Total Partner</b>	<b>0.30</b>		<b>\$ 255.90</b>
<b><u>Associate</u></b>			
Blackwell, Brooke H.	2.60	853.00	2,217.80
Osaben, Libbie B.	0.80	853.00	682.40
Volin, Megan R.	0.40	853.00	341.20
<b>Total Associate</b>	<b>3.80</b>		<b>\$ 3,241.40</b>
<b><u>Legal Assistant</u></b>			
Petrov, Natasha B.	4.20	291.00	1,222.20
Singer, Tal J.	2.30	291.00	669.30
<b>Total Legal Assistant</b>	<b>6.50</b>		<b>\$ 1,891.50</b>
<b>Professional Fees</b>	<b>10.60</b>		<b>\$ 5,388.80</b>
<b>Total Billed</b>			<b>\$ 5,388.80</b>

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,	(Jointly Administered)
Debtors. <sup>1</sup>	

-----X

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	PROMESA
as representative of	Title III
PUERTO RICO PUBLIC BUILDINGS AUTHORITY,	No. 19 BK 5523-LTS
Debtor.	(Joint Administration Requested)

-----X

**COVER SHEET TO TWENTY-SECOND MONTHLY FEE APPLICATION OF  
PROSKAUER ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR,  
PUERTO RICO PUBLIC BUILDINGS AUTHORITY ("PBA")  
FOR THE PERIOD AUGUST 1, 2021 THROUGH AUGUST 31, 2021**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**ALL FEES IN THIS MONTHLY FEE STATEMENT WERE INCURRED OUTSIDE OF  
PUERTO RICO**

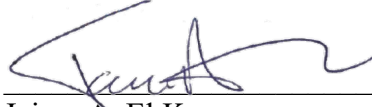
Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement for fees and services is sought:	<u>August 1, 2021 through August 31, 2021</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$70,510.90</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$344.00</u>
Total Amount for these Invoices:	<u>\$70,854.90</u>

This is a: X monthly \_\_\_ interim \_\_\_ final application.

This is Proskauer’s 22nd monthly fee application in these cases.

**Principal Certification**

I hereby authorize the submission of this Monthly Fee Statement for August 2021.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is written over a horizontal line.

Jaime A. El Koury  
General Counsel to the Financial Oversight and  
Management Board for Puerto Rico

On September 15, 2021 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. Gonzalez  
FOMB Board Member

O'Neill & Borges LLC  
250 Muñoz Rivera Ave., Suite 800  
San Juan, PR 00918  
Attn: Hermann D. Bauer, Esq.

**Office of United States Trustee**

Office of the United States Trustee for the District of  
Puerto Rico  
Edificio Ochoa, 500 Tanca Street, Suite 301  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303  
Attn: Guy G. Gebhardt  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured  
Creditors:**

Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Luc. A. Despina, Esq.

Casillas, Santiago & Torres, LLC  
El Caribe Office Building  
53 Palmeras Street, Ste. 1601  
San Juan, Puerto Rico 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Alberto J. E. Añeses Negrón, Esq.

**Co-Counsel for the Fee Examiner**

Godfrey & Kahn S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Attn: Katherine Stadler

EDGE Legal Strategies, PSC  
252 Ponce de León Avenue  
Citibank Tower, 12<sup>th</sup> Floor  
San Juan, PR 00918  
Attn: Eyck O. Lugo

**Co-Counsel for AAFAF:**

O'Melveny & Myers LLP,  
Times Square Tower  
7 Times Square  
New York, NY 10036  
Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Perez, Esq.

Marini Pietrantonio Muñoz LLC  
MCS Plaza, Suite 500  
255 Ponce de León Ave  
San Juan, PR 00917  
Attn: Luis C. Marini-Biaggi, Esq.  
Carolina Velaz-Rivero, Esq.

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP  
919 Third Avenue  
New York, NY 10022-3908  
Attn.: Robert Gordon, Esq.  
Richard Levin, Esq.

Jenner & Block LLP  
353 N. Clark Street  
Chicago, IL 60654  
Attn.: Catherine Steege, Esq.  
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.  
Edificio Union Plaza, PH-A  
416 Avenida Ponce de León  
Hato Rey, PR 00918  
Attn.: A.J. Bennazar-Zequeira, Esq.

**Puerto Rico Department of Treasury**

PO Box 9024140  
San Juan, PR 00902-4140  
Attn: Reylam Guerra Goderich, Deputy Assistant of  
Central Accounting  
Omar E. Rodríguez Pérez, CPA, Assistant  
Secretary of Central Accounting  
Angel L. Pantoja Rodríguez, Deputy Assistant of  
Internal Revenue and Tax Policy  
Francisco Parés Alicea, Assistant Secretary of  
Internal Revenue and Tax Policy  
Francisco Peña Montañez, CPA, Assistant  
Secretary of the Treasury



**Summary of Legal Fees for the Period August 2021**

PBA - General			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	12.40	\$10,577.20
206	Documents Filed on Behalf of the Board	31.30	\$26,698.90
210	Analysis and Strategy	26.60	\$22,689.80
212	General Administration	3.70	\$1,076.70
215	Plan of Adjustment and Disclosure Statement	6.50	\$5,544.50
217	Tax	4.60	\$3,923.80
Total		85.10	\$70,510.90

Summary of Legal Fees for the Period August 2021

**ACROSS ALL PBA-RELATED MATTERS**

<b>Professional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Brian S. Rosen	Partner	BSGR & B	\$853.00	4.10	\$3,497.30
Jeffrey W. Levitan	Partner	BSGR & B	\$853.00	13.90	\$11,856.70
Martin T. Hamilton	Partner	Tax	\$853.00	2.30	\$1,961.90
Steven O. Weise	Partner	Corporate	\$853.00	6.70	\$5,715.10
Elliot Stevens	Associate	BSGR & B	\$853.00	0.20	\$170.60
Joshua A. Esses	Associate	BSGR & B	\$853.00	11.10	\$9,468.30
Megan R. Volin	Associate	Corporate	\$853.00	0.90	\$767.70
Michael Wheat	Associate	BSGR & B	\$853.00	39.90	\$34,034.70
Tony R. Meyer	Associate	Tax	\$853.00	2.30	\$1,961.90
<b>TOTAL</b>				<b>81.40</b>	<b>\$69,434.20</b>

<b>Paraprofessional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Tal J. Singer	Legal Assistant	Litigation	\$291.00	3.70	\$1,076.70
<b>TOTAL</b>				<b>3.70</b>	<b>\$1,076.70</b>

<b>SUMMARY OF LEGAL FEES</b>	<b><u>Hours</u> 85.10</b>	<b><u>Fees</u> \$70,510.90</b>
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Summary of Disbursements for the period August 2021

**ACROSS ALL PBA-RELATED MATTERS**

<b>EXPENSE CATEGORY</b>	<b>AMOUNTS</b>
Westlaw	\$344.00
<b>TOTAL</b>	<b>\$ 344.00</b>

Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$63,459.81, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$344.00) in the total amount \$63,803.81.

### **Professional Certification**

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.

/s/ Martin J. Bienenstock  
Martin J. Bienenstock (*pro hac vice*)

Proskauer Rose LLP  
Eleven Times Square  
New York, NY 10036  
Tel: (212) 969-3000  
Fax: (212) 969-2900

## **Exhibit A**

**Client Name**  
**Matter Name**FOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 39 of 71

**Invoice Date**  
**Invoice Number**09 Sep 2021  
21062865**Task Summary**

<b>Task</b>	<b>Hours</b>	<b><u>Fees Incurred</u></b>
202 Legal Research	12.40	10,577.20
206 Documents Filed on Behalf of the Board	31.30	26,698.90
210 Analysis and Strategy	26.60	22,689.80
212 General Administration	3.70	1,076.70
215 Plan of Adjustment and Disclosure Statement	6.50	5,544.50
217 Tax	4.60	3,923.80
<b>Total Fees</b>	<b>85.10</b>	<b>\$ 70,510.90</b>

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 40 of 71

Invoice Date  
Invoice Number09 Sep 2021  
21062865

Description of Services Rendered					
<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Legal Research – 202</b>					
20 Aug 2021	Wheat, Michael K.	202	Research regarding avoidance actions (0.90).	0.90	767.70
24 Aug 2021	Wheat, Michael K.	202	Research regarding perfection of proceeds in relation to PBA avoidance action (3.50).	3.50	2,985.50
25 Aug 2021	Wheat, Michael K.	202	Research regarding security interests in proceeds (2.90); Analyze internal documents in relation to DRA security interest in certain loans (1.50).	4.40	3,753.20
27 Aug 2021	Wheat, Michael K.	202	Research regarding perfection of real property interests under former Puerto Rico civil code (3.60).	3.60	3,070.80
<b>Legal Research Sub-Total</b>				<b>12.40</b>	<b>\$10,577.20</b>
<b>Documents Filed on Behalf of the Board – 206</b>					
10 Aug 2021	Rosen, Brian S.	206	Draft notices of removal (0.20); Memorandum to T. Singer regarding same (0.10).	0.30	255.90
10 Aug 2021	Esses, Joshua A.	206	Draft PBA removal extension motion (0.20); Draft e-mails to local counsel on translation of PBA matters (0.10).	0.30	255.90
11 Aug 2021	Esses, Joshua A.	206	Draft PBA removal extension notice.	0.40	341.20
17 Aug 2021	Esses, Joshua A.	206	Call with J. Levitan on PBA adversary complaint (0.20); Draft communications to M. Wheat regarding PBA adversary complaint and review materials (0.50); Call with special claims committee on PBA avoidance actions (0.40).	1.10	938.30
18 Aug 2021	Esses, Joshua A.	206	Review materials for PBA avoidance action complaint (0.30); Call with M. Wheat and J. Levitan on avoidance actions (0.30); Review pending litigations for removal to Title III (0.80).	1.40	1,194.20
18 Aug 2021	Wheat, Michael K.	206	Call with J. Esses and J. Levitan regarding PBA avoidance action (0.30); Draft complaint (2.20).	2.50	2,132.50



Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 41 of 71

Invoice Date  
Invoice Number09 Sep 2021  
21062865

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
19 Aug 2021	Wheat, Michael K.	206	Draft PBA avoidance action complaint (1.60); Research regarding avoidance actions (0.50).	2.10	1,791.30
20 Aug 2021	Wheat, Michael K.	206	Draft PBA avoidance action complaint (0.50).	0.50	426.50
26 Aug 2021	Wheat, Michael K.	206	Draft complaint to avoid security interest of DRA with respect to certain loan (2.70).	2.70	2,303.10
27 Aug 2021	Wheat, Michael K.	206	Draft fact section of PBA avoidance complaint (2.40); Draft counts regarding avoidance of security interest (1.20).	3.60	3,070.80
28 Aug 2021	Wheat, Michael K.	206	Draft background and facts section of avoidance complaint (2.90).	2.90	2,473.70
29 Aug 2021	Wheat, Michael K.	206	Draft avoidance complaint (2.80); Correspondence with J. Esses and J. Levitan regarding same (0.20); Analyze internal documents regarding PBA loans (0.80).	3.80	3,241.40
30 Aug 2021	Esses, Joshua A.	206	Provide comments to M. Wheat draft of PBA adversary complaint against DRA parties (1.20); Call with O'Neill on unperfected security interests (0.90); Call with J. Levitan on unperfected interests (0.30).	2.40	2,047.20
30 Aug 2021	Wheat, Michael K.	206	Revise avoidance complaint to incorporate comments from local counsel and S. Weise (3.20).	3.20	2,729.60
31 Aug 2021	Levitan, Jeffrey W.	206	Review draft lien avoidance complaint, e-mails M. Wheat regarding same.	0.50	426.50
31 Aug 2021	Wheat, Michael K.	206	Revise avoidance complaint to incorporate J. Esses comments (3.60).	3.60	3,070.80
<b>Documents Filed on Behalf of the Board Sub-Total</b>				<b>31.30</b>	<b>\$26,698.90</b>

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 42 of 71

Invoice Date  
Invoice Number09 Sep 2021  
21062865

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Analysis and Strategy – 210</b>					
09 Aug 2021	Rosen, Brian S.	210	Memorandum to J. Esses regarding PBA notices of removal (0.10).	0.10	85.30
12 Aug 2021	Levitan, Jeffrey W.	210	Review e-mails, teleconference J. Esses regarding PBA best interest test (0.30); Teleconference J. Esses regarding avoidance actions (0.30); E-mails E. Barak regarding avoidance actions (0.20); Review summary of PBA loan claims (0.30); Participate in call with J. Esses and AAFAF regarding DRA loans (0.50).	1.60	1,364.80
16 Aug 2021	Levitan, Jeffrey W.	210	E-mails B. Rosen, S. Beville, J. Esses regarding avoidance and recovery actions.	0.50	426.50
16 Aug 2021	Rosen, Brian S.	210	Review S. Beville memorandum regarding plan/PBA actions (0.10); Review J. Levitan memorandum regarding same (0.10); Memorandum to S. Beville regarding same (0.10); Memorandum to SCC regarding same (0.20); Review J. El Koury memorandum regarding plan/PBA actions (0.10); Memorandum to J. Levitan regarding same (0.10).	0.70	597.10
16 Aug 2021	Esses, Joshua A.	210	Review PBA secured claims in connection with avoidance action exercise.	0.30	255.90
17 Aug 2021	Levitan, Jeffrey W.	210	E-mails M. Wheat regarding avoidance action (0.30); Review precedent avoidance complaints (0.50); Call with J. Esses regarding PBA adversary complaint (0.20); E-mails with M. Firestein regarding DRA avoidance action (0.30); Teleconference with S. Beville and team regarding recovery actions (0.40).	1.70	1,450.10
17 Aug 2021	Rosen, Brian S.	210	Conference call with Brown Rudnick, et al., regarding plan/PBA actions (0.40); Conference call with O'Melveny, DLA, et al. regarding IRS/plan/subsidies (1.00).	1.40	1,194.20
17 Aug 2021	Stevens, Elliot R.	210	E-mails with J. Esses relating to PBA avoidance action (0.20).	0.20	170.60

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 43 of 71

Invoice Date  
Invoice Number09 Sep 2021  
21062865

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
17 Aug 2021	Wheat, Michael K.	210	Correspondence with J. Esses and J. Levitan regarding PBA avoidance complaint (0.30); Review materials related to complaint in preparation for call to discuss (1.10).	1.40	1,194.20
18 Aug 2021	Levitan, Jeffrey W.	210	Prepare for and teleconference with J. Esses, M. Wheat regarding DRA avoidance action.	0.30	255.90
19 Aug 2021	Levitan, Jeffrey W.	210	Review schedule of litigation, e-mail J. Esses.	0.40	341.20
19 Aug 2021	Esses, Joshua A.	210	Review PBA litigations in Commonwealth court.	0.10	85.30
23 Aug 2021	Esses, Joshua A.	210	Review PBA lien filings in connection with avoidance action analysis.	0.80	682.40
24 Aug 2021	Levitan, Jeffrey W.	210	Teleconference and e-mails with J. Esses regarding lien search (0.50); E-mail E. Nieves regarding lien search (0.30).	0.80	682.40
24 Aug 2021	Esses, Joshua A.	210	Call with J. Levitan on PBA liens (0.20); Review liens filed against PBA (0.40).	0.60	511.80
27 Aug 2021	Levitan, Jeffrey W.	210	E-mails with M. Wheat, J. Esses regarding avoidance actions (0.40); Analyze bond resolutions (1.10); Analyze UCC-1 filings (0.80); E-mails with J. Notario regarding call agenda (0.20); E-mails B. Rosen regarding avoidance actions (0.20); E-mails with S. Weise regarding perfection issues (0.50).	3.20	2,729.60
30 Aug 2021	Levitan, Jeffrey W.	210	E-mails with J. Esses, M. Wheat regarding avoidance actions (0.20); Review UCC filings (0.60); Review US Bank, Hein claims (0.50); E-mails with S. Weise regarding lien search (0.30); Prepare for team call on avoidance actions (0.30); Participate in call with O'Neill regarding avoidance actions (0.90); Teleconference with J. Esses regarding avoidance follow up (0.30).	3.10	2,644.30
30 Aug 2021	Rosen, Brian S.	210	Conference call with J. Levitan, et al. regarding PBA properties/DRA (partial) (0.60).	0.60	511.80
30 Aug 2021	Weise, Steven O.	210	Review matters on lien creation and perfection (1.40); Call with O'Neill and team regarding same (0.90).	2.30	1,961.90

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 44 of 71

Invoice Date  
Invoice Number09 Sep 2021  
21062865

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
30 Aug 2021	Volin, Megan R.	210	Call with O'Neill, B. Rosen, J. Levitan, E. Barak, S. Weise, J. Esses, and M. Wheat regarding DRA party security interests.	0.90	767.70
30 Aug 2021	Wheat, Michael K.	210	Conference with J. Esses, J. Levitan, S. Weise, and O'Neill regarding PBA loan issues (0.90); Internal communications with J. Esses and J. Levitan regarding avoidance complaint (0.30).	1.20	1,023.60
31 Aug 2021	Weise, Steven O.	210	Review matters on lien creation and perfection.	4.40	3,753.20
<b>Analysis and Strategy Sub-Total</b>				<b>26.60</b>	<b>\$22,689.80</b>
<b>General Administration – 212</b>					
03 Aug 2021	Singer, Tal J.	212	E-mail A. Bloch and L. Stafford regarding PBA extension of notices of removal.	0.20	58.20
05 Aug 2021	Singer, Tal J.	212	Draft notice for hearing on PBA's extension motion for notices of removal (0.40); Draft motion for fifth order to extend time to file notices of removal in PBA (1.20); Draft proposed order for same (0.50).	2.10	611.10
10 Aug 2021	Singer, Tal J.	212	Create compare report of motion to extend time to file notices of removal (0.30); E-mails same to B. Rosen, J. Esses and L. Stafford (0.20); Further communications with J. Esses regarding same (0.10); Further communications with O'Neil regarding same (0.20).	0.80	232.80
23 Aug 2021	Singer, Tal J.	212	E-mails with J. Esses regarding PBA motion to extend time to file notices of removal and related CNO (0.20).	0.20	58.20
26 Aug 2021	Singer, Tal J.	212	E-mails with L. Osaben regarding 365(d)(4) deadlines and related matters.	0.40	116.40
<b>General Administration Sub-Total</b>				<b>3.70</b>	<b>\$1,076.70</b>

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 45 of 71

Invoice Date  
Invoice Number09 Sep 2021  
21062865

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Plan of Adjustment and Disclosure Statement – 215</b>					
12 Aug 2021	Rosen, Brian S.	215	Conference call with O'Melveny, J. Esses, et al., regarding PBA/DRA claims/best interest test (0.50).	0.50	426.50
12 Aug 2021	Esses, Joshua A.	215	Call with McKinsey on PBA best interests test (0.10); Call with J. Levitan on PBA best interests test (0.10); Call with J. Levitan on PBA avoidance actions (0.30); Call with J. Levitan and O'Melveny on PBA DRA loans (0.50); Draft PBA best interests test memo (1.00).	2.00	1,706.00
13 Aug 2021	Levitan, Jeffrey W.	215	Edit revised best interest analysis (0.80); E-mails with J. Esses regarding best interest (0.30); Review schedule of secured claims (0.30); E-mails with B. Rosen, S. Beville regarding avoidance and recovery actions (0.40).	1.80	1,535.40
13 Aug 2021	Esses, Joshua A.	215	Draft PBA best interests test report.	0.40	341.20
25 Aug 2021	Esses, Joshua A.	215	Call with McKinsey on PBA assumptions chart (0.50); Draft PBA assumptions chart (0.60).	1.10	938.30
27 Aug 2021	Rosen, Brian S.	215	Review J. Levitan memorandum regarding PBA actions/plan (0.10); Memorandum to J. Levitan regarding same (0.10); Memorandum to J. Levitan regarding PBA/plan (0.30).	0.50	426.50
27 Aug 2021	Esses, Joshua A.	215	Draft PBA best interest test assumptions chart.	0.20	170.60
<b>Plan of Adjustment and Disclosure Statement Sub-Total</b>				<b>6.50</b>	<b>\$5,544.50</b>
<b>Tax – 217</b>					
17 Aug 2021	Hamilton, Martin T.	217	Conference call regarding PBA IRS audit with DLA, Nixon and B. Rosen (1.00); Call with T. Meyer regarding same (0.60).	1.60	1,364.80
17 Aug 2021	Meyer, Tony R.	217	Call with M. Hamilton regarding PBA IRS call with outside counsel (0.60); Follow-up from call (0.50).	1.10	938.30
17 Aug 2021	Meyer, Tony R.	217	Call with Nixon and outside counsel on IRS PBA audit (1.00); Preparation for same (0.20).	1.20	1,023.60
19 Aug 2021	Hamilton, Martin T.	217	Review, consider and reply to correspondence (B. Rosen, Nixon Peabody, DLA, and O'Melveny) concerning IRS audit.	0.30	255.90

**Client Name**  
**Matter Name**FOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 46 of 71

**Invoice Date**  
**Invoice Number**09 Sep 2021  
21062865

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
31 Aug 2021	Hamilton, Martin T.	217	Review materials regarding CVIs, PBA audit.	0.40	341.20
<b>Tax Sub-Total</b>				<b>4.60</b>	<b>\$3,923.80</b>

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 47 of 71

Invoice Date  
Invoice Number09 Sep 2021  
21062865

## Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<b><u>Partner</u></b>			
Hamilton, Martin T.	2.30	853.00	1,961.90
Levitan, Jeffrey W.	13.90	853.00	11,856.70
Rosen, Brian S.	4.10	853.00	3,497.30
Weise, Steven O.	6.70	853.00	5,715.10
<b>Total Partner</b>	<b>27.00</b>		<b>\$ 23,031.00</b>
<b><u>Associate</u></b>			
Esses, Joshua A.	11.10	853.00	9,468.30
Meyer, Tony R.	2.30	853.00	1,961.90
Stevens, Elliot R.	0.20	853.00	170.60
Volin, Megan R.	0.90	853.00	767.70
Wheat, Michael K.	39.90	853.00	34,034.70
<b>Total Associate</b>	<b>54.40</b>		<b>\$ 46,403.20</b>
<b><u>Legal Assistant</u></b>			
Singer, Tal J.	3.70	291.00	1,076.70
<b>Total Legal Assistant</b>	<b>3.70</b>		<b>\$ 1,076.70</b>
<b>Professional Fees</b>	<b>85.10</b>		<b>\$ 70,510.90</b>

**Client Name**  
**Matter Name**FOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 48 of 71

**Invoice Date**  
**Invoice Number**09 Sep 2021  
21062865**Description of Disbursements**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
<b>Westlaw</b>			
28 Aug 2021	Wheat, Michael K.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 20 Lines Printed - 0	344.00
<b>Total Westlaw</b>			<b>344.00</b>



**Client Name**  
**Matter Name**FOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 49 of 71

**Invoice Date**  
**Invoice Number**09 Sep 2021  
21062865

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**Disbursement Summary**

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<b><u>Disbursements and Other Charges</u></b>	<b><u>Amount</u></b>
Computerized Research	344.00
<b>Total Disbursements</b>	<b>\$ 344.00</b>

<b>Total Billed</b>	<b>\$ 70,854.90</b>
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UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

-----X  
In re: PROMESA  
Title III  
THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,  
as representative of No. 17 BK 3283-LTS  
THE COMMONWEALTH OF PUERTO RICO, *et al.*, (Jointly Administered)  
Debtors.<sup>1</sup>  
-----X

In re: PROMESA  
Title III  
THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,  
as representative of  
PUERTO RICO PUBLIC BUILDINGS No. 19 BK 5523-LTS  
AUTHORITY, (Joint Administration Requested)  
Debtor.  
-----X

**COVER SHEET TO TWENTY-THIRD MONTHLY FEE APPLICATION OF  
PROSKAUER ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR,  
PUERTO RICO PUBLIC BUILDINGS AUTHORITY (“PBA”)  
FOR THE PERIOD SEPTEMBER 1, 2021 THROUGH SEPTEMBER 30, 2021**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**ALL FEES IN THIS MONTHLY FEE STATEMENT WERE INCURRED OUTSIDE OF  
PUERTO RICO**

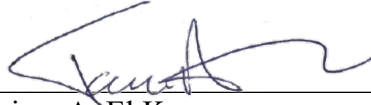
Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement for fees and services is sought:	<u>September 1, 2021 through September 30, 2021</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$92,268.40</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$1,032.00</u>
Total Amount for these Invoices:	<u>\$93,300.40</u>

This is a: X monthly \_\_\_ interim \_\_\_ final application.

This is Proskauer’s 23rd monthly fee application in these cases.

**Principal Certification**

I hereby authorize the submission of this Monthly Fee Statement for September 2021.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is written over a horizontal line.

Jaime A. El Koury  
General Counsel to the Financial Oversight and  
Management Board for Puerto Rico

On October 4, 2021 sent to:

**FOMB:**

Financial Oversight and Management Board  
40 Washington Square South  
Office 314A  
New York, NY 10012  
Attn: Professor Arthur J. Gonzalez  
FOMB Board Member

O'Neill & Borges LLC  
250 Muñoz Rivera Ave., Suite 800  
San Juan, PR 00918  
Attn: Hermann D. Bauer, Esq.

**Office of United States Trustee**

Office of the United States Trustee for the District of  
Puerto Rico  
Edificio Ochoa, 500 Tanca Street, Suite 301  
San Juan, PR 00901  
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21  
75 Spring Street, SW, Room 362  
Atlanta, GA 30303  
Attn: Guy G. Gebhardt  
Acting United States Trustee (Region 21)  
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured  
Creditors:**

Paul Hastings LLP  
200 Park Avenue  
New York, NY 10166  
Attn: Luc. A. Despina, Esq.

Casillas, Santiago & Torres, LLC  
El Caribe Office Building  
53 Palmeras Street, Ste. 1601  
San Juan, Puerto Rico 00901-2419  
Attn: Juan J. Casillas Ayala, Esq.  
Alberto J. E. Añeses Negrón, Esq.

**Co-Counsel for the Fee Examiner**

Godfrey & Kahn S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Attn: Katherine Stadler

EDGE Legal Strategies, PSC  
252 Ponce de León Avenue  
Citibank Tower, 12<sup>th</sup> Floor  
San Juan, PR 00918  
Attn: Eyck O. Lugo

**Co-Counsel for AAFAF:**

O'Melveny & Myers LLP,  
Times Square Tower  
7 Times Square  
New York, NY 10036  
Attn: John J. Rapisardi, Esq.  
Suzanne Uhland, Esq.  
Diana M. Perez, Esq.

Marini Pietrantonio Muñoz LLC  
MCS Plaza, Suite 500  
255 Ponce de León Ave  
San Juan, PR 00917  
Attn: Luis C. Marini-Biaggi, Esq.  
Carolina Velaz-Rivero, Esq.

**Co-Counsel for the Official Committee of Retirees:**

Jenner & Block LLP  
919 Third Avenue  
New York, NY 10022-3908  
Attn.: Robert Gordon, Esq.  
Richard Levin, Esq.

Jenner & Block LLP  
353 N. Clark Street  
Chicago, IL 60654  
Attn.: Catherine Steege, Esq.  
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.  
Edificio Union Plaza, PH-A  
416 Avenida Ponce de León  
Hato Rey, PR 00918  
Attn.: A.J. Bennazar-Zequeira, Esq.

**Puerto Rico Department of Treasury**

PO Box 9024140  
San Juan, PR 00902-4140  
Attn: Reylam Guerra Goderich, Deputy Assistant of  
Central Accounting  
Omar E. Rodríguez Pérez, CPA, Assistant  
Secretary of Central Accounting  
Angel L. Pantoja Rodríguez, Deputy Assistant of  
Internal Revenue and Tax Policy  
Francisco Parés Alicea, Assistant Secretary of  
Internal Revenue and Tax Policy  
Francisco Peña Montañez, CPA, Assistant  
Secretary of the Treasury

**Summary of Legal Fees for the Period September 2021**

PBA - General			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	0.60	\$511.80
204	Communications with Claimholders	0.10	\$85.30
206	Documents Filed on Behalf of the Board	59.80	\$51,009.40
210	Analysis and Strategy	41.20	\$35,143.60
212	General Administration	2.30	\$669.30
215	Plan of Adjustment and Disclosure Statement	4.90	\$4,179.70
218	Employment and Fee Applications	2.30	\$669.30
Total		111.20	\$92,268.40

**Summary of Legal Fees for the Period September 2021**

**ACROSS ALL PBA-RELATED MATTERS**

<b>Professional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Brian S. Rosen	Partner	BSGR & B	\$853.00	0.80	\$682.40
Jeffrey W. Levitan	Partner	BSGR & B	\$853.00	19.40	\$16,548.20
Martin J. Bienenstock	Partner	BSGR & B	\$853.00	16.50	\$14,074.50
Steven O. Weise	Partner	Corporate	\$853.00	25.10	\$21,410.30
Joshua A. Esses	Associate	BSGR & B	\$853.00	12.80	\$10,918.40
Megan R. Volin	Associate	Corporate	\$853.00	6.80	\$5,800.40
Michael Wheat	Associate	BSGR & B	\$853.00	25.20	\$21,495.60
<b>TOTAL</b>				<b>106.60</b>	<b>\$90,929.80</b>

<b>Paraprofessional</b>	<b>Position/Title</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Natasha Petrov	Legal Assistant	BSGR & B	\$291.00	2.30	\$669.30
Tal J. Singer	Legal Assistant	Litigation	\$291.00	2.30	\$669.30
<b>TOTAL</b>				<b>4.60</b>	<b>\$1,338.60</b>

<b>SUMMARY OF LEGAL FEES</b>	<b><u>Hours</u> 111.20</b>	<b><u>Fees</u> \$92,268.40</b>
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**ACROSS ALL PBA-RELATED MATTERS**

<b>EXPENSE CATEGORY</b>	<b>AMOUNTS</b>
Westlaw	\$1,032.00
<b>TOTAL</b>	<b>\$1,032.00</b>



Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$83,041.56, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$1,032.00) in the total amount \$84,073.56.

### **Professional Certification**

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

I further certify that, with respect to the fees and services rendered pursuant to this monthly fee statement, (i) Proskauer Rose LLP was not doing business in Puerto Rico and (ii) the services rendered by Proskauer Rose LLP were not performed in Puerto Rico.

/s/ Martin J. Bienenstock  
Martin J. Bienenstock (*pro hac vice*)

Proskauer Rose LLP  
Eleven Times Square  
New York, NY 10036  
Tel: (212) 969-3000  
Fax: (212) 969-2900

## **Exhibit A**

**Client Name**  
**Matter Name**FOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 60 of 71

**Invoice Date**  
**Invoice Number**04 Oct 2021  
21068053**Task Summary**

<b>Task</b>	<b>Hours</b>	<b><u>Fees Incurred</u></b>
202 Legal Research	0.60	511.80
204 Communications with Claimholders	0.10	85.30
206 Documents Filed on Behalf of the Board	59.80	51,009.40
210 Analysis and Strategy	41.20	35,143.60
212 General Administration	2.30	669.30
215 Plan of Adjustment and Disclosure Statement	4.90	4,179.70
218 Employment and Fee Applications	2.30	669.30
<b>Total Fees</b>	<b>111.20</b>	<b>\$ 92,268.40</b>

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 61 of 71

Invoice Date  
Invoice Number04 Oct 2021  
21068053**Description of Services Rendered**

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Legal Research – 202</b>					
10 Sep 2021	Volin, Megan R.	202	Research precedent for tolling agreement (0.60).	0.60	511.80
<b>Legal Research Sub-Total</b>				<b>0.60</b>	<b>\$511.80</b>
<b>Communications with Claimholders – 204</b>					
09 Sep 2021	Volin, Megan R.	204	E-mails with B. Rosen, J. Levitan, and counsel to monolines regarding tolling agreement.	0.10	85.30
<b>Communications with Claimholders Sub-Total</b>				<b>0.10</b>	<b>\$85.30</b>
<b>Documents Filed on Behalf of the Board – 206</b>					
01 Sep 2021	Levitan, Jeffrey W.	206	E-mails J. Esses regarding avoidance complaint (0.40); Review revise draft complaint (0.50); E-mails M. Wheat regarding revisions to complaint (0.30); Review S. Weise perfection analysis (0.20); Teleconference J. Esses regarding PBA perfection issues, secured claims, next steps (0.70).	2.10	1,791.30
01 Sep 2021	Esses, Joshua A.	206	Call with J. Levitan on PBA secured claims (0.70); Draft PBA avoidance complaint (0.90); Draft PBA best interest tests chart (0.20).	1.80	1,535.40
01 Sep 2021	Wheat, Michael K.	206	Revise avoidance complaint to incorporate J. Esses comments (1.70).	1.70	1,450.10
02 Sep 2021	Levitan, Jeffrey W.	206	Review revised DRA complaint and e-mail J. Esses regarding same (0.50); Review e-mails Ernst Young lease analysis (0.20).	0.70	597.10
02 Sep 2021	Esses, Joshua A.	206	Review PBA avoidance action complaint.	0.10	85.30
02 Sep 2021	Wheat, Michael K.	206	Internal communications with J. Esses, S. Weise, and J. Levitan regarding PBA loan avoidance complaint (0.40); Revise draft of avoidance complaint (0.50).	0.90	767.70

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 62 of 71

Invoice Date  
Invoice Number04 Oct 2021  
21068053

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03 Sep 2021	Levitan, Jeffrey W.	206	Review revised DRA complaint, e-mail J. Esses (0.40); E-mails J. Esses regarding best interest (0.20); Analyze comments, e-mails S. Weise regarding DRA complaint (0.40); Review B. Rosen e-mails regarding leases (0.10).	1.10	938.30
03 Sep 2021	Esses, Joshua A.	206	Draft PBA avoidance action complaint.	0.40	341.20
06 Sep 2021	Levitan, Jeffrey W.	206	E-mail B. Rosen regarding tolling, review revised DRA complaint (0.40).	0.40	341.20
08 Sep 2021	Levitan, Jeffrey W.	206	Review flow chart, e-mail S. Weise (0.20); Prepare for team call on DRA complaint (0.20); Call with S. Weise and team regarding DRA complaint (0.50); Review E. Nieves analysis of bondholder rent assignment and cases discussed (0.70); Participate in call with E. Nieves and team regarding bondholder security (0.50).	2.10	1,791.30
08 Sep 2021	Esses, Joshua A.	206	Call with J. Levitan, S. Weise, and M. Wheat on PBA / DRA avoidance action complaint (0.50); Draft avoidance action complaint (0.40); Call with O'Neill on avoidance action complaint (0.50).	1.40	1,194.20
09 Sep 2021	Wheat, Michael K.	206	Revise PBA/DRA loan avoidance action to incorporate S. Weise and J. Levitan edits (3.30).	3.30	2,814.90
10 Sep 2021	Wheat, Michael K.	206	Revise PBA/DRA loan avoidance action to incorporate S. Weise and J. Levitan edits (0.70); Correspondence with O'Neill, J. Esses, J. Levitan, and S. Weise regarding status and deadlines for complaint (0.30).	1.00	853.00
13 Sep 2021	Volin, Megan R.	206	Draft tolling agreement (2.30); Research for tolling agreement (1.60); E-mails with J. Levitan regarding tolling agreement (0.10); E-mails with J. Esses regarding PBA bond trustees (0.10).	4.10	3,497.30
14 Sep 2021	Volin, Megan R.	206	Review B. Rosen comments to tolling agreement and revise tolling agreement (0.30); Research and review bond related documents for trustee information (1.40); Call with B. Rosen and J. Levitan regarding tolling agreement (0.30).	2.00	1,706.00

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 63 of 71

Invoice Date  
Invoice Number04 Oct 2021  
21068053

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
16 Sep 2021	Wheat, Michael K.	206	Revise DRA/PBA avoidance action complaint per S. Weise comments (3.20).	3.20	2,729.60
17 Sep 2021	Levitan, Jeffrey W.	206	E-mails with M. Wheat regarding avoidance action (0.40); Edit revised DRA complaint (1.20); Review S. Weise complaint comments, e-mails with S. Weise regarding same (0.40); Participate in call with M. Wheat and team regarding DRA complaint revisions (0.60); Review O'Neill comments to DRA complaint, e-mails with M. Wheat regarding same (0.30).	2.90	2,473.70
17 Sep 2021	Esses, Joshua A.	206	Draft PBA avoidance action complaint (1.30); Call with J. Levitan and team regarding same (0.60).	1.90	1,620.70
17 Sep 2021	Wheat, Michael K.	206	Call with S. Weise, J. Esses, and J. Levitan regarding revisions to DRA/PBA avoidance action complaint (0.60); Revise complaint to incorporate call edits (1.60); Analyze updated law from O'Neill (0.60); Research regarding UCC code provisions (0.50); Revise complaint to incorporate updated Puerto Rico Law (1.80); Correspondence with S. Weise, J. Esses, and J. Levitan regarding complaint revisions (0.40); Draft exhibits for complaint (0.80).	6.30	5,373.90
18 Sep 2021	Levitan, Jeffrey W.	206	Review comments to DRA complaint, e-mails S. Weise.	0.50	426.50
19 Sep 2021	Levitan, Jeffrey W.	206	Review S. Weise perfection analysis, call with J. Esses regarding DRA complaint.	0.30	255.90
20 Sep 2021	Weise, Steven O.	206	Review complaint objecting to claims (1.80); Call with J. Levitan and team regarding same (0.50).	2.30	1,961.90
20 Sep 2021	Esses, Joshua A.	206	Call with J. Levitan and team regarding PBA/DRA adversary complaint.	0.50	426.50
20 Sep 2021	Wheat, Michael K.	206	Call with J. Levitan, S. Weise, and J. Esses regarding M. Bienenstock comments to DRA/PBA complaint (0.50); Correspondence with O'Neill regarding facts for complaint (0.30).	0.80	682.40
22 Sep 2021	Esses, Joshua A.	206	Draft PBA/DRA adversary complaint (0.60); Draft PBA best interests test chart (0.50).	1.10	938.30

Client Name  
Matter NameFOMB (33260)  
PROMESA TITLE III: PBA (0083)

Exhibit B Page 64 of 71

Invoice Date  
Invoice Number04 Oct 2021  
21068053

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
22 Sep 2021	Wheat, Michael K.	206	Revise DRA/PBA avoidance action complaint per M. Bienenstock and J. Levitan comments (3.00); Correspondence with O'Neill regarding complaint (0.20); Correspondence with J. Esses, J. Levitan and S. Weise regarding edits to complaint (0.30).	3.50	2,985.50
23 Sep 2021	Bienenstock, Martin J.	206	Review and draft portions of complaint regarding DRA claims.	3.60	3,070.80
23 Sep 2021	Levitan, Jeffrey W.	206	Review revised DRA complaint, S. Weise comments.	0.50	426.50
24 Sep 2021	Levitan, Jeffrey W.	206	Review comments to DRA complaint, e-mail J. Esses regarding same.	0.40	341.20
24 Sep 2021	Weise, Steven O.	206	Review comments on brief regarding DRA claim.	0.80	682.40
25 Sep 2021	Bienenstock, Martin J.	206	Final review and editing of complaint regarding DRA claims.	1.30	1,108.90
25 Sep 2021	Levitan, Jeffrey W.	206	Call with J. Esses regarding avoidance action (0.60); E-mail M. Wheat regarding complaint, review M. Bienenstock e-mails and comments to complaints (0.30).	0.90	767.70
25 Sep 2021	Weise, Steven O.	206	Review comments on brief regarding DRA claim.	0.20	170.60
25 Sep 2021	Esses, Joshua A.	206	Call with J. Levitan on PBA/DRA adversary complaint (0.60); Draft PBA adversary complaint (0.60).	1.20	1,023.60
25 Sep 2021	Wheat, Michael K.	206	Correspondence with J. Esses and J. Levitan regarding DRA/PBA avoidance complaint (0.20); Revise avoidance complaint (0.50).	0.70	597.10
26 Sep 2021	Levitan, Jeffrey W.	206	Review , note comments on revised DRA avoidance complaint (0.60); Teleconference and e-mails J. Esses regarding DRA avoidance complaint (0.30).	0.90	767.70
26 Sep 2021	Esses, Joshua A.	206	Draft PBA/DRA adversary complaint (1.10); Call with J. Levitan regarding same (0.20).	1.30	1,108.90
26 Sep 2021	Wheat, Michael K.	206	Correspondence with J. Esses, S. Weise, and J. Levitan regarding revisions to DRA/PBA avoidance complaint (0.30).	0.30	255.90
29 Sep 2021	Weise, Steven O.	206	Review comments on complaint regarding DRA claim and financing statement issues.	1.30	1,108.90
<b>Documents Filed on Behalf of the Board Sub-Total</b>				<b>59.80</b>	<b>\$51,009.40</b>



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<b>Matter Name</b>	PROMESA TITLE III: PBA (0083)			<b>Invoice Number</b>	21068053

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Analysis and Strategy – 210</b>					
01 Sep 2021	Weise, Steven O.	210	Review matters on lien creation and perfection.	1.90	1,620.70
02 Sep 2021	Weise, Steven O.	210	Review matters on lien creation and perfection and review draft objection.	2.20	1,876.60
03 Sep 2021	Weise, Steven O.	210	Review matters on lien creation and perfection and review draft objection.	2.30	1,961.90
03 Sep 2021	Wheat, Michael K.	210	Call led by B. Rosen and J. Esses regarding PBA school leases (0.50); Correspondence with J. Esses, S. Weise, and J. Levitan regarding PBA avoidance complaint (0.40).	0.90	767.70
08 Sep 2021	Weise, Steven O.	210	Review issues regarding perfection of liens in real property related assets (2.80); Call with J. Levitan and team regarding PBA avoidance complaint (0.50).	3.30	2,814.90
08 Sep 2021	Wheat, Michael K.	210	Internal call regarding PBA avoidance complaint with J. Esses, J. Levitan, and S. Weise (0.50); Call with O'Neill regarding PBA loans and bonds (0.50); Revise PBA avoidance complaint (1.40).	2.40	2,047.20
09 Sep 2021	Levitan, Jeffrey W.	210	Analyze bond resolutions and financing statements regarding rent assignments in light of O'Neill call (1.40).	1.40	1,194.20
10 Sep 2021	Weise, Steven O.	210	Review issues regarding perfection of liens in real property related assets.	1.80	1,535.40
12 Sep 2021	Weise, Steven O.	210	Review issues regarding perfection of security interests in rents in connection with PRIDCO.	2.20	1,876.60
13 Sep 2021	Levitan, Jeffrey W.	210	Review revised DRA complaint and related e-mails (0.40); Review revised S. Weise perfection analysis (0.10); E-mails with M. Volin, B. Rosen regarding tolling agreement (0.20); Review draft tolling agreement and B. Rosen comments (0.50).	1.20	1,023.60
13 Sep 2021	Weise, Steven O.	210	Review draft PBA complaint regarding issues regarding perfection of liens in real property related assets.	1.80	1,535.40

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PROMESA TITLE III: PBA (0083)

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Invoice Date  
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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
14 Sep 2021	Levitan, Jeffrey W.	210	E-mails with B. Rosen regarding tolling, e-mails with S. Weise regarding perfection issues (0.50); Review bondholder UCC filings to prepare for team call (0.40); E-mail J. Cacho regarding lien search, e-mail J. Esses regarding tolling (0.30); Call with B. Rosen and M. Volin regarding tolling (0.30).	1.50	1,279.50
14 Sep 2021	Weise, Steven O.	210	Review draft PBA complaint regarding issues regarding perfection of liens in real property related assets.	1.70	1,450.10
17 Sep 2021	Bienenstock, Martin J.	210	Review, draft portions, and research causes of action regarding DRA parties' claims to proceeds of two real estate sales.	6.40	5,459.20
17 Sep 2021	Weise, Steven O.	210	Review draft PBA complaint regarding issues regarding perfection of liens in real property related assets (2.20); Call with J. Levitan and team regarding same (0.60).	2.80	2,388.40
18 Sep 2021	Bienenstock, Martin J.	210	Develop 552 cause of action regarding DRA parties' claim to proceeds of real property sales.	5.20	4,435.60
18 Sep 2021	Wheat, Michael K.	210	Correspondence with M. Bienenstock regarding PBA/DRA avoidance action (0.20).	0.20	170.60
20 Sep 2021	Levitan, Jeffrey W.	210	Review lien search, complaint comments to prepare for team call (0.40); Participate in call with M. Wheat and team regarding complaint revisions (0.50); E-mail J. Esses regarding DRA subordination (0.10); Review M. Wheat e-mails regarding lien search (0.10).	1.10	938.30
22 Sep 2021	Weise, Steven O.	210	Review revised complaint on objections to GO bond claims.	0.50	426.50
29 Sep 2021	Levitan, Jeffrey W.	210	Review e-mails regarding UCC-1, and e-mails with J. Esses, G. Miranda regarding service.	0.40	341.20
<b>Analysis and Strategy Sub-Total</b>				<b>41.20</b>	<b>\$35,143.60</b>
<b>General Administration – 212</b>					
17 Sep 2021	Singer, Tal J.	212	Draft certificate of no objection for the PBA motion to extend time to remove actions (0.90); Communications with J. Esses regarding same (0.20).	1.10	320.10

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Invoice Date  
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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
27 Sep 2021	Singer, Tal J.	212	E-mail to L. Osaben, N. Petrov and J. Esses regarding PBA order extending time to file notices of removal regarding agenda for October omnibus hearing.	0.30	87.30
30 Sep 2021	Singer, Tal J.	212	Draft notice of filling of amended best interest test per J. Esses (0.70); E-mail J. Esses and J. Levitan regarding same (0.20).	0.90	261.90
<b>General Administration Sub-Total</b>				<b>2.30</b>	<b>\$669.30</b>
<b>Plan of Adjustment and Disclosure Statement – 215</b>					
09 Sep 2021	Esses, Joshua A.	215	Draft PBA best interests test report.	0.30	255.90
13 Sep 2021	Rosen, Brian S.	215	Review and revise tolling agreement/PBA (0.30).	0.30	255.90
14 Sep 2021	Rosen, Brian S.	215	Conference call with J. Levitan, et al., regarding plan/PBA actions (0.30).	0.30	255.90
21 Sep 2021	Esses, Joshua A.	215	Draft best interest test reports for PBA.	0.60	511.80
27 Sep 2021	Levitan, Jeffrey W.	215	E-mails with J. Esses regarding best interests (0.50); Call with J. Esses regarding best interest (0.20); E-mails and call with B. Rosen and J. Esses regarding best interests (0.30).	1.00	853.00
27 Sep 2021	Rosen, Brian S.	215	Conference call and e-mails with J. Levitan, J. Esses regarding PBA best interest test (0.20).	0.20	170.60
27 Sep 2021	Esses, Joshua A.	215	Call with J. Levitan on PBA best interests test (0.20); Call with McKinsey on PBA best interests test (0.20); Draft PBA best interest test assumptions chart (0.50); Call with B. Rosen and J. Levitan on PBA best interest tests (0.20).	1.10	938.30
28 Sep 2021	Esses, Joshua A.	215	Draft amended PBA best interests test.	0.10	85.30
29 Sep 2021	Esses, Joshua A.	215	Call with McKinsey on PBA best interests test (0.40); Draft PBA best interest test analysis (0.30).	0.70	597.10
30 Sep 2021	Esses, Joshua A.	215	Draft amended PBA best interests test report.	0.30	255.90
<b>Plan of Adjustment and Disclosure Statement Sub-Total</b>				<b>4.90</b>	<b>\$4,179.70</b>

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Employment and Fee Applications – 218</b>					
03 Sep 2021	Petrov, Natasha B.	218	Analyze Proskauer monthly statements for Proskauer fifth interim fee application (0.80); Perform calculations for same (0.80); Draft same (0.70).	2.30	669.30
<b>Employment and Fee Applications Sub-Total</b>				<b>2.30</b>	<b>\$669.30</b>

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Invoice Date  
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<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Fees Amount</u></b>
<b><u>Partner</u></b>			
Bienenstock, Martin J.	16.50	853.00	14,074.50
Levitan, Jeffrey W.	19.40	853.00	16,548.20
Rosen, Brian S.	0.80	853.00	682.40
Weise, Steven O.	25.10	853.00	21,410.30
<b>Total Partner</b>	<b>61.80</b>		<b>\$ 52,715.40</b>
<b><u>Associate</u></b>			
Esses, Joshua A.	12.80	853.00	10,918.40
Volin, Megan R.	6.80	853.00	5,800.40
Wheat, Michael K.	25.20	853.00	21,495.60
<b>Total Associate</b>	<b>44.80</b>		<b>\$ 38,214.40</b>
<b><u>Legal Assistant</u></b>			
Petrov, Natasha B.	2.30	291.00	669.30
Singer, Tal J.	2.30	291.00	669.30
<b>Total Legal Assistant</b>	<b>4.60</b>		<b>\$ 1,338.60</b>
<b>Professional Fees</b>	<b>111.20</b>		<b>\$ 92,268.40</b>

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## Description of Disbursements

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
<b>Westlaw</b>			
30 Aug 2021	Wheat, Michael K.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 24 Lines Printed - 0	172.00
31 Aug 2021	Wheat, Michael K.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 32 Lines Printed - 0	516.00
09 Sep 2021	Wheat, Michael K.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 9 Lines Printed - 0	172.00
17 Sep 2021	Wheat, Michael K.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 20 Lines Printed - 0	172.00
<b>Total Westlaw</b>			<b>1,032.00</b>

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**Disbursement Summary**

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<b><u>Disbursements and Other Charges</u></b>	<b><u>Amount</u></b>
Computerized Research	1,032.00
<b>Total Disbursements</b>	<b>\$ 1,032.00</b>

**Total Billed**

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**\$ 93,300.40**

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